CBT-2553
(8-05)

State of New Jersey
Division of Taxation

New Jersey S Corporation or New Jersey QSSS Election

Check the appropriate box: ☐ Initial S Corporation Election ☐ New Jersey QSSS Election (See Part V) ☐ Change in S or QSSS Corporation Shareholders
IMPORTANT: This form only has to be filed once. There is no renewal required. Please Note: All changes can be filed with the S corporation final return.

Part I Corporate Information (Type or Print)

Name of Corporation	Federal Employer Identification Number | | - | | | | | | | | |
Mailing Address	New Jersey Corporation Number | | | | - | | | | | - | | |
City or Town, State and ZIP Code	Name and telephone number of corporate officer or legal representative ( ) -
Check here ☐ if the corporation has changed its name or address in the past 12 months	Date of Incorporation / / | State of Incorporation

Election Information

Enter the effective date of the Federal S corporation election _____/_____/_____ (month / day / year) Applied for ☐

New Jersey S corporation or New Jersey QSSS election is to be effective for tax year beginning _____/_____/_____ (month / day / year) ending _____/_____/_____ (month / day / year)

NOTE: If this election takes effect for the first tax year the corporation exists, enter for item 2 and item 3, the month, day and year of the earliest of the following: (1) date the corporation first had shareholders, (2) date the corporation first had assets, or (3) date the corporation began doing business.

If the accounting period you enter is for an automatic 52-53 week tax year, check here ☐

Part II Shareholder's Consent Statement

By signing this election, we the undersigned shareholders, consent (1) to the corporation's election to be treated as a New Jersey S corporation under N.J.S.A. 54:10A-1, et seq., (2) that New Jersey shall have the right and jurisdiction to tax and collect the tax on each shareholder's S corporation income, as defined in N.J.S.A. 54A:5-10 and (3) such right and jurisdiction shall not be affected by a change of a shareholder's residency, except as provided in N.J.S.A. 54A:1-1, et seq. Shareholders must sign, date and provide the requested information below. For the original or initial election to be valid, the consent of each shareholder, person having a community property interest in the corporation's stock, and each tenant in common, joint tenant, and tenant by the entirety must appear below or be attached to this form. If more space is needed, a continuation sheet reporting the exact information for additional shareholders or a second consent statement must be attached to this form.

Name of each shareholder, person having a community property interest in the corporation's stock, and each tenant in common, joint tenant, and tenant by the entirety. (A husband and wife (and their estates) are counted as one shareholder).	*** Signatures must be provided *** Signature	Date	Stock Owned: Number of shares	Stock Owned: Dates acquired	Social Security Number or Employer Identification Number for an estate or qualified trust	* Shareholder's state of residency
					/ /	|
					/ /	|
					/ /	|
					/ /	|
					/ /	|

* You must provide the address of any shareholder who is not a resident of New Jersey on a rider and attach it to this form.

Part III Corporation's Consent Statement

The above named corporation consents (1) to the election to be treated as a New Jersey S corporation under N.J.S.A. 54:10A-1, et seq., (2) to fulfill any tax obligations of any nonconsenting shareholder who was not an initial shareholder as required by any tax law in the State of New Jersey including the payment of tax to the State of New Jersey on behalf of such shareholder. (An authorized officer must sign and date below.)

Under penalties of perjury, I declare that I have examined this election, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

X

Signature of authorized officer **Title** **Date**

Part IV Persons who are no longer shareholders of the corporation.

Do not enter any shareholder who sold or transferred all of his or her stock before the election was made.

Name of shareholder, person no longer having a community property interest in the corporation's stock, tenant in common, joint tenant, or tenant by the entirety. (A husband and wife (and their estates) are counted as one shareholder).	Date Stock Relinquished	Social Security Number or Employer Identification Number for an estate or qualified trust
	/ /	/ /
	/ /	/ /
	/ /	/ /
	/ /	/ /

Under penalties of perjury, I declare that the above, to the best of my knowledge and belief, is true, correct, and complete.

Signature of authorized officer | Title | Date

Part V Qualified Subchapter S Subsidiary Election

Corporation's Consent Statement - The above named corporation consents (1) to the election to be treated as a "New Jersey Qualified Subchapter S Subsidiary", and (2) to file a CBT-100S reflecting the $500 minimum tax liability or the $2,000 minimum tax liability if the taxpayer is a member of an affiliated group or a controlled group whose group has a total payroll of $5,000,000 or more for the privilege period. (An authorized officer must sign and date below.)

Under penalties of perjury, I declare that I have examined this election, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of authorized officer	Title	Date

Corporate Parent Company's Consent Statement - By signing this election, the undersigned corporation consents (1) to the subsidiary's election to be treated as a "New Jersey Qualified Subchapter S Subsidiary" and (2) to taxation by New Jersey by filing a CBT-100S or a CBT-100 and remitting the appropriate tax liability including the assets, liabilities, income, and expenses of its QSSS.

Corporate Parent Name	Address	FID Number

Under penalties of perjury, I declare that I have examined this election, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of authorized officer	Title	Date

INSTRUCTIONS for Form CBT-2553

1. **Purpose** - A corporation must file form CBT-2553 to elect to be treated as a New Jersey S corporation or a New Jersey QSSS or to report a change in shareholders. Check the appropriate box to indicate if this is an initial S corporation election or a change in S or QSSS corporation shareholders or a New Jersey QSSS election.

2. **Who may elect** - A corporation may make the election to be treated as a New Jersey S corporation only if it meets all of the following criteria:

   a) The corporation is or will be an S corporation pursuant to section 1361 of the Federal Internal Revenue Code;

   b) Each shareholder of the corporation consents to the election and the jurisdictional requirements as detailed in Part II of this form;

   c) The corporation consents to the election and the assumption of any tax liabilities of any nonconsenting shareholder who was not an initial shareholder as indicated in Part III of this form.

3. **Where to file** - Mail form CBT-2553 to: New Jersey Division of Revenue, PO Box 252, Trenton, NJ 08646-0252 (Registered Mail Receipt is suggested)

4. **When to make the election** - The completed form CBT-2553 shall be filed within one calendar month of the time at which a Federal S corporation election would be required. Specifically, it must be filed at any time before the 16th day of the fourth month of the first tax year the election is to take effect (if the tax year has 3-1/2 months or less, and the election is made not later than 3 months and 15 days after the first day of the tax year, it shall be treated as timely made during such year). An election made by a small business corporation after the fifteenth day of the fourth month but before the end of the tax year is treated as made for the next year.

5. **Acceptance or non-acceptance of election** - The Division of Revenue will notify you if your election is accepted or not accepted within 30 days after the filing of the CBT-2553 form. **If you are not notified within 30 days, call (609) 292-9292.**

6. **End of election** - Generally, once an election is made, a corporation remains a New Jersey S corporation as long as it is a Federal S corporation. There is a limited opportunity to revoke an election only during the first tax year to which an election would otherwise apply. To revoke an election, a letter of revocation signed by shareholders holding more than 50% of the outstanding shares of stock on the day of revocation should be mailed to the address in instruction 3 on or before the last day of the first tax year to which the election would otherwise apply. A copy of the original election should accompany the letter of revocation. Such a revocation will render the original election null and void from inception.

7. **Initial election** - Complete Parts I, II and III in their entirety for an initial New Jersey S Corporation election. Each shareholder who owns (or is deemed to own) stock at the time the election is made, must consent to the election. A list providing the social security number and the address of any shareholder who is not a New Jersey resident must be attached when filing this form.

8. **Reporting shareholders who were not initial shareholders -** Complete Parts I, II and III when filing this form to report any new shareholder. A new shareholder is a shareholder who, prior to the acquisition of stock, did not own any shares of stock in the S corporation, but who acquired stock (either existing shares or shares issued at a later date) subsequent to the initial New Jersey S corporation election. If a new shareholder fails to sign a consent statement, the corporation is obligated to fulfill the tax requirements as stated in Part III on behalf of the nonconsenting shareholder. An existing shareholder whose percentage of stock ownership changes is not considered a new shareholder. If the taxpayer previously had elected to be treated as a New Jersey QSSS, the new shareholder must also complete Part V.

9. **Part IV** should only be completed for any person who is no longer a shareholder of the corporation. You do not have to enter any shareholder who sold or transferred all of his or her stock before the election was made. All changes can be filed with the S corporation final return.

10. **Part V** must be completed in order to permit a New Jersey S Corporation to be treated as a New Jersey Qualified Subchapter S Subsidiary and remit only a minimum tax. In addition, the parent company also must consent to filing and remitting New Jersey Corporation Business Tax which would include the assets, liabilities, income and expenses of its QSSS along with its own. Failure of the parent either to consent or file a CBT-100 or CBT-100S for a period will result in the disallowance of the New Jersey QSSS election and require the subsidiary to file and remit a CBT-100S determining its own liability.

CBT-2553 - Cert
(8-05)

Mail to:
PO Box 252
Trenton, NJ 08646-0252
(609) 292-9292

State of New Jersey
Division of Taxation

New Jersey S Corporation Certification

This certification is for use by unauthorized foreign (non-NJ) entities that want New Jersey S Corporation Status. This form **MUST** be attached to form CBT-2553.

Part I. Corporate Information (Type or Print)

Name of Corporation: _____

Federal Employer Identification Number: _____ - _____

Part II. Corporate Attestation

By signing this statement, the corporation affirms that the corporation has not conducted any activities within this state that would require the Corporation to file a Certificate of Authority in accordance with N.J.S.A. 14A :13-3. Specifically, the corporation attests that it is not transacting business in accordance with the definitions provided in statute.

Print the name and title of the person executing this document on behalf of the Corporation. This person **must** be a corporate officer.

Name: _____ Title: _____

Signature: _____ Date: _____

Instructions for Form CBT-2553 - Cert

1. This form is to be used by non-New Jersey business entities wishing to apply for New Jersey "S" Corporation status which are not required to be authorized to transact business in accordance with **N.J.S.A. 14A :13-3**, given below. This form is in addition to and must accompany form CBT-2553.

2. Name of Corporation: Type or print name exactly as it appears on form NJ-REG and the CBT-2553.

3. Federal Employer Identification Number (FEIN): Please enter the Federal Identification Number assigned by the Internal Revenue Service.

4. Please read the Corporate Attestation and the cited statutes for compliance.

5. Print the name and title of the corporate officer signing this document and the CBT-2553. Both documents must be signed by the same corporate officer.

6. Mail the completed forms to: New Jersey Division of Revenue, PO Box 252 Trenton, NJ 08646-0252

14A:13-3. Admission of foreign corporation

(1) No foreign corporation shall have the right to transact business in this State until it shall have procured a certificate of authority so to do from the Secretary of State. A foreign corporation may be authorized to do in this State any business which may be done lawfully in this State by a domestic corporation, to the extent that it is authorized to do such business in the jurisdiction of its incorporation, but no other business.

(2) Without excluding other activities which may not constitute transacting business in this State, a foreign corporation shall not be considered to be transacting business in this State, for the purposes of this act, by reason of carrying on in this State any one or more of the following activities

(a) maintaining, defending or otherwise participating in any action or proceeding, whether judicial, administrative, arbitrative or otherwise, or effecting the settlement thereof or the settlement of claims or disputes;
(b) holding meetings of its directors or shareholders;
(c) maintaining bank accounts or borrowing money, with or without security, even if such borrowings are repeated and continuous transactions and even if such security has a situs in this State;
(d) maintaining offices or agencies for the transfer, exchange and registration of its securities, or appointing and maintaining trustees or depositaries with relation to its securities.

(3) The specification in subsection 14A:13-3(2) does not establish a standard for activities which may subject a foreign corporation to service of process or taxation in this State.